

RECORDATION NO. 28891 FILED

FEB 04 '10 -9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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February 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Contract C-8863 Rider 1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of January 25, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are.

Lessor: American Railcar Leasing LLC
620 North Second Street
St. Charles, Missouri 63301

[Lessee Liberty Contracting Corp.
25-31 94th Street
North Bergen, NJ 07047]

Section Chief
February 4, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 railcars within the series FWTX 620001 - FTWX 620163 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Liberty Contracting Corp., a New Jersey Corporation ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks **FWTX**.

The Lease, among other things, has the following provision:

In order to more fully protect the rights, title and ownership of the Lessor (including its assignees) in the cars hereunder however, the Lessee is granting to the Lessor the lien on and security interest in the cars as set forth as follows. Without prejudice to the Lessor's full and complete ownership, rights, title and interest in and to the cars, in order to secure any and all current and future obligations of the Lessee under this lease, for good and valuable consideration, the Lessee hereby irrevocably grants to the Lessor a continuing lien on and a security interest in (i) the cars together with any proceeds thereof and/or therefrom, including, without limitation, any proceeds and receivables generated from the sale or lease of the cars, and (ii) any insurance claims related to the cars and any proceeds from such claims. The cars include, without limitation, (a) any and all improvements, additions, replacements, substitutions and modifications thereon and/or thereof, (b) the railcars specifically set forth in this lease, (c) any other railcars leased or to be leased under this lease to the Lessee and (d) any railcars in possession of the Lessee bearing reporting marks **ACFX**, **SHPX** and any other reporting marks owned by Lessor as of this date or at any date in the future. The Lessor may from time to time include an affiliate of the Lessor, becoming the Lessor through an assignment of this lease or any schedule thereof and/or the cars.

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NEW JERSEY TRANSPORTATION BOARD

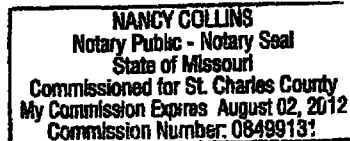
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Brian Evdo*
Name: Brian Evdo
Title: VP – Business Development

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. CHARLES)

On this 25th day of Jan., 2010, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public
My commission expires on 8/2/2012

Schedule A

Equipment

Liberty Contracting Corp.

Contract C-8863 nder 1 dtd 12/10/09

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	FWTX	620001
	Hopper	FWTX	620003
	Hopper	FWTX	620015
	Hopper	FWTX	620021
	Hopper	FWTX	620022
	Hopper	FWTX	620035
	Hopper	FWTX	620036
	Hopper	FWTX	620037
	Hopper	FWTX	620043
	Hopper	FWTX	620046
	Hopper	FWTX	620047
	Hopper	FWTX	620048
	Hopper	FWTX	620052
	Hopper	FWTX	620062
	Hopper	FWTX	620063
	Hopper	FWTX	620064
	Hopper	FWTX	620067
	Hopper	FWTX	620070
	Hopper	FWTX	620071
	Hopper	FWTX	620081
	Hopper	FWTX	620086
	Hopper	FWTX	620087
	Hopper	FWTX	620094
	Hopper	FWTX	620095
	Hopper	FWTX	620097
	Hopper	FWTX	620102
	Hopper	FWTX	620103
	Hopper	FWTX	620104
	Hopper	FWTX	620111
	Hopper	FWTX	620112
	Hopper	FWTX	620116
	Hopper	FWTX	620119
	Hopper	FWTX	620121
	Hopper	FWTX	620123

Schedule A

Equipment

Liberty Contracting Corp.

Contract C-8863 rider 1

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	FWTX	620127
	Hopper	FWTX	620133
	Hopper	FWTX	620138
	Hopper	FWTX	620145
	Hopper	FWTX	620147
	Hopper	FWTX	620148
	Hopper	FWTX	620149
	Hopper	FWTX	620150
	Hopper	FWTX	620161
	Hopper	FWTX	620162
	Hopper	FWTX	620163
45			

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

2/4/10



Robert W. Alvord